

Form 202—General Information
(Articles of Incorporation—Non-Profit)

The attached form is a standardized form designed to meet minimal statutory filing requirements pursuant to the relevant statutory provisions. *This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.*

- **Article 1—Corporate Name:** Provide a corporate name; the corporation name need not, but may contain an organizational ending such as “Corporation” or “Incorporated.” If the name chosen is the same as or deceptively similar to, or similar to the name of an existing corporation, limited partnership, or limited liability company, the document cannot be filed. The administrative rules adopted for determining entity name availability (Texas Administrative Code, Title 1, Part 4, Chapter 79, Subchapter C) may be viewed at www.sos.state.tx.us/tac/index.html. If you wish the secretary of state to provide a preliminary determination on “name availability,” you may call (512) 463-5555 or e-mail your name inquiry to corpinfo@sos.state.tx.us. **A final determination cannot be made until the document is received and processed by the secretary of state. Do not make financial expenditures or execute documents utilizing the name “pre-cleared.” Also note that the pre-clearance of a name or the issuance of a certificate of incorporation under a name does not authorize the use of a name in violation of another person’s rights to the name.**
- **Article 2—Registered Agent and Registered Office:** The registered agent can be either an individual resident of the state (Option B) or a Texas corporation or foreign corporation with a certificate of authority to transact business in Texas (Option A). The corporation however may not be designated to serve as its own registered agent. **A post office box is not sufficient as a registered office address unless the registered office is located in a town with a population of less than 5,000.**
- **Article 3—Management:** A non-profit corporation that has members may be managed by its members or by a board of directors. If the corporation is to be managed by a board of directors, complete option B. A minimum of three directors is required. A director must be a natural person; there are no residency requirements for directors.
- **Article 4—Organizational Structure:** A non-profit corporation may have one or more classes of members or be organized without members. The qualifications and rights of the members are generally set forth in the corporation’s by-laws. You must indicate in the articles of incorporation whether the corporation is to have members.
- **Article 6—Purpose:** Article 6 must contain a specific statement of a lawful purpose. A lawful purpose may be a charitable, benevolent, religious, patriotic, civic, missionary, educational, scientific, social, fraternal, athletic, or agricultural purpose; or the conduct of a professional, commercial, industrial or trade association. The secretary of state will not accept general language such as “any or all lawful purposes.” However, the secretary of state will accept the statement of purposes suggested by the Internal Revenue Service. Please note that this form cannot be used to form a corporation with a specialized non-profit purpose as authorized by a special state statute, such as a water supply corporation, cemetery corporation, or a cooperative.
- **Supplemental Provisions:** Additional space has been provided for additional text to an article within this form or to provide for additional articles to contain optional provisions. Please note that if the corporation is to be authorized upon its dissolution to distribute its assets in a manner other than the manner described in article 6.02(3) of the Texas Non-Profit Corporation Act (which refers in part to the

distribution of assets for tax-exempt purposes to organizations exempt under section 501(c)(3) of the Internal Revenue Code of 1986 and related statutes), the articles of incorporation must contain a statement describing the manner of distribution of the corporation's assets.

- **Incorporator:** Only one incorporator is required for the formation of a corporation. An incorporator may be a natural person 18 years of age or older, or any corporation, partnership, or other entity; there are no residency requirements for an incorporator.

- **Tax Exemption:** Corporations organized under the Texas Non-Profit Corporation Act DO NOT automatically qualify for exemption from federal and state taxes. Before granting a tax exemption, the Internal Revenue Service (IRS) requires that the articles of incorporation contain certain provisions. **This form does not contain the provisions required by the IRS.** If the corporation plans to seek federal tax exemption from the IRS, you may wish to obtain and review the sample language for these provisions contained in a publication called "Tax Exempt Status for Your Organization," IRS Publication 557. You may call the IRS at (800) 829-3676 for a copy of the publication or download the publication at the IRS web site at www.irs.ustreas.gov. Additional questions concerning exemption from federal income taxes should be directed to the IRS.

Non-profit corporations also are subject to state franchise taxes. If the corporation qualifies to be exempt, an application for exemption must be made to the Exempt Organizations Section, Comptroller of Public Accounts, Austin, Texas 78774-0100, (512) 463-4600 or (800) 252-1381. TDD: (800) 248-4099 or (512) 463-4621.

- **Effective Date:** Articles of incorporation become effective as of the date of filing by the secretary of state. However, pursuant to Article 10.07 of the Texas Non-Profit Corporation Act, the effectiveness of the articles of incorporation may be delayed as of a date not more than ninety (90) days from the date of filing with the secretary of state. Please note that upon the filing of a document with a delayed effective date, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective. In addition, at the time of such filing, the status of the entity will be shown as active on the records of the secretary of state.

- **Execution:** The incorporator must sign the articles of incorporation. Prior to signing, please read the statements on this form carefully. A person commits an offense under the Texas Business Corporation Act, the Texas Limited Liability Company Act or the Texas Non-Profit Corporation Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor.

Payment and Delivery Instructions: Mail the completed form, together with the filing fee of \$25 to the address shown in the heading of the form. Personal checks and MasterCard, Visa, and Discover credit cards are accepted in payment of the filing fee. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized processing cost of 2.1% of the total fees.

The delivery address is James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. Upon filing the document, the secretary of state will return the appropriate evidence of filing and a file stamped copy of the document, if a duplicate copy was provided for such purpose, to the submitter. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709.

Form 202
(revised 6/01)

Return in Duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709
Filing Fee: \$25



This space reserved for office use.

Articles of Incorporation
Pursuant to Article 3.02
Texas Non-Profit
Corporation Act

Article 1 – Corporate Name

The corporation formed is a non-profit corporation. The name of the corporation is as set forth below:

The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for “name availability” is recommended.

Article 2 – Registered Agent and Registered Office (Select and complete either A or B and complete C.)

☐ A. The initial registered agent is a corporation (cannot be corporation named above) by the name of:

OR

☐ B. The initial registered agent is an individual resident of the state whose name is set forth below.

First Name	M.I.	Last Name	Suffix
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C. The business address of the registered agent and the registered office address is:

Street Address	City	TX	Zip Code
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Article 3 – Management (Complete items A or B)

A. ☐ Management of the affairs of the corporation is to be vested in the members of the corporation.

OR

B. ☐ Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below:

Director 1: First Name	M.I.	Last Name	Suffix
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Street Address	City	State	Zip Code
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Director 2: First Name	M.I.	Last Name	Suffix
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Street Address	City	State	Zip Code
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Director 3: First Name	M.I.	Last Name	Suffix
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Street Address	City	State	Zip Code
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Article 4 – Organizational Structure

(You must select either A or B below.)

☐ A: The corporation will have members. ☐ B: The corporation will not have members.

Article 5 – Duration

The period of duration is perpetual.

Article 6– Purpose

The corporation is organized for the following purpose or purposes:

Supplemental Provisions/Information

Text Area

[The attached addendum are incorporated herein by reference.]

Incorporator

The name and address of the incorporator is set forth below.

Name

Street Address

City

State

Zip Code

Effective Date of Filing

☐ This document will become effective when the document is filed by the secretary of state.

OR

☐ This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is

Execution

The undersigned incorporator signs these articles of incorporation subject to the penalties imposed by law for the submission of a false or fraudulent document.

Signature of incorporator